

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **January 27, 2022 (January 26, 2022)**

ATHENA TECHNOLOGY ACQUISITION CORP. II
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation)	001-41144 (Commission File Number)	87-2447308 (I.R.S. Employer Identification No.)
442 5th Avenue New York, NY (Address of Principal Executive Offices)		10018 (Zip Code)

Registrant's telephone number, including area code: **(970) 925-1572**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock, par value \$0.0001 per share, and one-half of one Redeemable Warrant	ATEK.U	New York Stock Exchange
Shares of Class A common stock, par value \$0.0001 per share, included as part of the units	ATEK	New York Stock Exchange
Redeemable warrants, each exercisable for one share of Class A common stock for \$11.50 per share	ATEK WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On January 26, 2022, Athena Technology Acquisition Corp. II, a Delaware corporation (the "**Company**") announced that, commencing on January 28, 2022, the holders of units issued in its initial public offering (including the additional units issued in connection with the partial exercise by the underwriters' of their over-allotment option) (the "**Units**"), each unit consisting of one share of Class A common stock, par value \$0.0001 per share (the "**Common Stock**"), and one-half of one redeemable warrant of the Company (the "**Warrant**"), with each whole Warrant entitling the holder thereof to purchase one share of Common Stock for \$11.50 per share, may elect to separately trade the Common Stock and Warrants included in the Units. No fractional Warrants will be issued upon separation of the Units, and only whole Warrants will trade. The Common Stock and the Warrants are expected to trade on the New York Stock Exchange under the symbol "ATEK" and "ATEK WS," respectively. The Units not separated will continue to trade on the New York Stock Exchange under the symbol "ATEK.U." Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the Units into shares of the Common Stock and the Warrants.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release, dated January 26, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 27, 2022

ATHENA TECHNOLOGY ACQUISITION CORP. II

By: /s/ Isabelle Freidheim
Name: Isabelle Freidheim
Title: Chief Executive Officer

Athena Technology Acquisition Corp. II Announces the Separate Trading of its Class A Common Stock and Warrants

New York, NY, Jan. 26, 2022 – Athena Technology Acquisition Corp. II (NYSE: ATEK.U) (“Athena Technology II” or the “Company”) announced today that, commencing January 28, 2022, holders of the 25,375,000 units sold in the Company’s initial public offering (which amount includes the partial exercise of the underwriters’ over-allotment option to purchase an additional 375,000 units) may elect to separately trade the Company’s Class A common stock and warrants included in the units.

Shares of Class A common stock and warrants that are separated will trade on the New York Stock Exchange under the symbols “ATEK” and “ATEK WS,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Those units not separated will continue to trade under the New York Stock Exchange symbol “ATEK.U.” Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Class A common stock and warrants.

Athena Technology II is the third all-women Athena SPAC founded by Isabelle Freidheim, following Athena Technology Acquisition Corp., which was the first all-women SPAC to announce a business combination, and Athena Consumer Acquisition Corp., which closed on its public offering in October 2021. In addition to Isabelle Freidheim and Kirthiga Reddy, Anna Apostolova serves on the management team as Chief Financial Officer, and Sharon Brown-Hruska, Judith Rodin and Randi Zuckerberg serve on the Company’s Board of Directors.

Beyond its management team and Board, Athena has attracted an experienced team of Advisors, which includes Trier Bryant, Minneola Ingersoll, Dolly Singh, Andrea Tarbox, and Wei Zhang.

The Company was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. While the Company may pursue an initial business combination target in any industry, it currently intends to concentrate its search for a target business operating in the technology sector.

Citigroup Global Markets Inc. (“Citigroup”) served as sole bookrunner and representative of the underwriters, and Roberts & Ryan Investments, Inc., Siebert Williams Shank & Co., LLC and Tigress Financial Partners LLC acted as co-managers of the offering.

The offering was made only by means of a prospectus, copies of which may be obtained by contacting Citigroup, Attention Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY, 11717, or by phone at 800-831-9146.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission (the “SEC”) on December 9, 2021. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Note Concerning Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including with respect to the search for an initial business combination. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the “Risk Factors” section of the Company’s registration statement for the Company’s initial public offering filed with the SEC. Copies of the Company’s registration statement are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contacts

Isabelle Freidheim
Chairman of the Board and Chief Executive Officer
c/o Athena Technology Acquisition Corp. II
442 5th Avenue
New York, NY 10018
Telephone: (970) 925-1572

Media Contact

Jacalyn Lawton
Lambert & Co.
Mobile: (918) 916-1905
Email: athena@lambert.com